

Exhibit C

State of New York }
Department of State } ss. :

17883

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on

APR 16 1982

Basil G. Paterson

Secretary of State

020-504 (12/78)

WTNY000001

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AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
WATCHTOWER BIBLE AND TRACT SOCIETY OF NEW YORK, INC.
(UNDER SECTION 305 OF THE NOTFORPROFIT
CORPORATION LAW)

FREDERICK W. FRANZ and GRANT SUITER, being respectively the President and Secretary of WATCHTOWER BIBLE AND TRACT SOCIETY OF NEW YORK, INC., do hereby certify:

1. The name of the corporation is WATCHTOWER BIBLE AND TRACT SOCIETY OF NEW YORK, INC.. It was originally incorporated under the name PEOPLES PULPIT ASSOCIATION.

2. The original Certificate of Incorporation of WATCHTOWER BIBLE AND TRACT SOCIETY OF NEW YORK, INC. was filed by the Department of State on March 4, 1909. The said corporation was formed under the Membership Corporation Law of the State of New York.

3. The WATCHTOWER BIBLE AND TRACT SOCIETY OF NEW YORK, INC. is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law and is a Type B corporation under Section 201 of said Law.

4. The amendments set forth herein and the restatement of the Certificate of Incorporation were authorized by the unanimous written consent of the members of the Corporation.

WTNY000002

5. The following approval was endorsed on the Certificate of Incorporation of WATCHTOWER BIBLE AND TRACT SOCIETY OF NEW YORK, INC.:

"The within Certificate is hereby approved and ordered filed. Dated February 23, 1909.
/s/ Isaac N. Miller, J.S.C."

Prior to the delivery of this Amended and Restated Certificate of Incorporation to the Department of State for filing, all approvals or consents of the body or officer hereinabove set forth will be endorsed hereupon or annexed hereto.

6. The Charter as now in full force and effect is hereby amended to effect the following amendments authorized in Section 801(b)(2), (3), (6) and (7) of the Not-For-Profit Corporation Law:

(a) Article SECOND of the Charter is hereby amended to read as follows:

SECOND: Its corporate purposes are, charitable, benevolent and religious purposes; the moral and mental improvement of men and women, the dissemination of Bible truths in various languages by means of the publication of tracts, pamphlets, papers and other religious documents, and for religious missionary work, and for the purpose of maintaining and conducting classes for the instruction of men and women, on the premises or by mail, in the Bible, Bible literature and Bible history, and for the teaching, training and preparing of men and women as teachers, and as lecturers on the Bible and as preachers and ministers of the Gospel, and to provide and maintain a home, place, building or buildings for the housing, sheltering and boarding of such students, lecturers, teachers and ministers, and to furnish to such students, lecturers, teachers and ministers suitable meals and lodging, and

to prepare, support, maintain and send out to various parts of the world religious ministers, missionaries, teachers and instructors in the Bible and Bible literature, and for public religious worship, and for the purpose of the publication and distribution of Bibles and Bible and religious literature, to be and act as the ecclesiastical governing body in the United States of the religious group known as Jehovah's Witnesses; to establish and oversee congregations of Jehovah's Witnesses and to appoint supervising ministers and assistants for such congregations and in general to administer the religious organization of Jehovah's Witnesses in the United States, and by the use of other lawful means which its board of directors, duly constituted, shall deem expedient for the purposes stated.

(b) Article FOURTH of the Charter is hereby amended to read as follows:

FOURTH: The operations of this corporation shall be principally in the United States, and the principal business office of this corporation is to be located at 25 Columbia Heights, Brooklyn, New York.

(c) Article SIXTH which lists the names and residences of the original Subscribers to the Certificate of Incorporation is hereby omitted.

(d) Article SEVENTH of the Charter is hereby renumbered and amended to read as follows:

SIXTH: The corporation is to be managed by a Board of Directors consisting of seven members.

(e) Article EIGHTH of the Charter is hereby renumbered and amended to read as follows:

SEVENTH: The members of the Board of Directors shall be chosen by, and from among the members of the corporation by an election, by ballot, to be held at the annual meeting of members of the corporation which shall be held on the first Saturday of April of each year or on such other date as may

be designated from time to time in the By-Laws of the corporation, which annual meeting shall be held at the principal office of the corporation in Brooklyn, New York. They shall hold office until their successors are duly elected and installed. The Board of Directors, a majority of whom shall constitute a quorum for the transaction of business, shall have full power and authority to make and enact By-Laws, rules and ordinances, which shall be deemed and taken to be the law of said corporation, and do any and everything useful for the good government and support of the affairs of the said Corporation.

(f) Article NINTH of the Charter is hereby renumbered and amended to read as follows:

EIGHTH: The corporation shall have the following officers: A President, as many Vice Presidents as from time to time shall be provided for in the By-Laws, a Secretary who shall also be Treasurer, and as many Assistant Secretaries-Treasurers as from time to time shall be provided for in the By-Laws.

(g) Article TENTH of the Charter is hereby renumbered Article NINTH and not changed.

(h) Article ELEVENTH of the Charter is hereby renumbered and amended to read as follows:

TENTH: The said Corporation, by the name, style and title aforesaid, shall have the right, power and authority to take and receive and hold in fee simple, or any less estate, all messuages, lots, lands, buildings, tenements, rents, annuities, franchises and hereditaments as may be necessary and proper for its purposes, and not contrary to law governing such corporations; and to sell, lease, mortgage, or otherwise dispose of any part thereof, subject to the laws of said State controlling such corporations; and shall have the right to receive and to take by gift, legacy, bequest or otherwise, and to hold, sell, lease or otherwise dispose of any and all kinds of real or personal property or money subject, however, to the laws of the state of New York in such cases made and provided.

(i) A new Article ELEVENTH is added to the Charter to read as follows:

ELEVENTH: In the event of the dissolution of this corporation, the assets thereof shall not enure to the benefit of any individual, whether director, officer or member of this corporation but upon any such dissolution the assets of this corporation shall only be transferred to WATCH TOWER BIBLE AND TRACT SOCIETY OF PENNSYLVANIA, a non-profit Corporation, organized and existing for religious purposes. Dissolution shall be subject to the approval of a Justice of the Supreme Court. No part of its net income will inure to the benefit of any member, director, officer of the corporation or any private individual; it will not, as a substantial part of its activities, attempt to influence legislation; it will not participate to any extent in a political campaign for or against any candidate for public office.

(j) A new article TWELFTH is added to the Charter to read as follows:

TWELFTH: The Secretary of State, pursuant to Chapter 564 of the New York State Laws of 1981 §402(a)(7), is hereby designated as agent of the corporation upon whom process against it may be served. The post office address to which the Secretary shall mail a copy of any process against the corporation served upon him is: 25 Columbia Heights, Brooklyn, New York 11201.

7. The Certificate of Incorporation is hereby restated to set forth its entire text as amended:

C H A R T E R

WATCHTOWER BIBLE AND TRACT SOCIETY OF NEW YORK, INC.

We, the undersigned, two-thirds of whom are citizens of the United States of America, and at least one of us being a resident of the State of New York, desiring to become a

corporation pursuant to the provisions of The Membership Corporation Law (of the laws of New York of 1895, chapter 559, as amended), do hereby make, acknowledge and file this certificate for that purpose, as follows, that is to say:

FIRST: The name of the corporation is WATCHTOWER BIBLE AND TRACT SOCIETY OF NEW YORK, INC.

SECOND: Its corporate purposes are, charitable, benevolent and religious purposes; the moral and mental improvement of men and women, the dissemination of Bible Truths in various languages by means of the publication of tracts, pamphlets, papers and other religious documents, and for religious missionary work, and for the purpose of maintaining and conducting classes for the instruction of men and women, on the premises or by mail, in the Bible, Bible literature and Bible history, and for the teaching, training and preparing of men and women as teachers, and as lecturers on the Bible and as preachers and ministers of the Gospel, and to provide and maintain a home, place, building or buildings for the housing, sheltering and boarding of such students, lecturers, teachers and ministers, and to furnish to such students, lecturers, teachers and ministers suitable meals and lodging, and to prepare, support, maintain and send out to various parts of the world religious ministers, missionaries, teachers and instructors in the Bible and Bible literature, and for public religious worship, and for the purpose of the publication and distribution of Bibles and Bible and religious literature,

to be and act as the ecclesiastical governing body in the United States of the religious group known as Jehovah's Witnesses; to establish and oversee congregations of Jehovah's Witnesses and to appoint supervising minister and assistants for such congregations and in general to administer the religious organization of Jehovah's Witnesses in the United States, and by the use of other lawful means which its board of directors, duly constituted, shall deem expedient for the purposes stated.

THIRD: The proposed corporation shall have no capital stock. Its members shall be those who subscribe this certificate, and those whom the Board of Directors, when duly constituted, shall admit at the first meeting of said Board of Directors, and such other person, persons or corporations, who shall thereafter be admitted by unanimous vote of the Board of Directors, pursuant to law and the by-laws of this corporation. Certificates of membership shall be issued by the Secretary, and countersigned by the President, to the person or persons entitled thereto, which certificate shall entitle the holder thereof to one vote in said corporation.

FOURTH: The operations of this corporation shall be principally in the United States, and the principal business office of this corporation is to be located at 25 Columbia Heights, Brooklyn, New York.

FIFTH: This corporation is to exist perpetually.

SIXTH: The corporation is managed by a Board of Directors consisting of seven members.

SEVENTH: The members of the Board of Directors shall be chosen by, and from among, the members of the corporation by an election, by ballot, to be held at the annual meeting of members of the corporation which shall be held on the first Saturday of April of each year or on such other date as may be designated from time to time in the By-Laws of the corporation, which annual meeting shall be held at the principal office of the corporation in Brooklyn, New York. They shall hold office until their successors are duly elected and installed. The Board of Directors, a majority of whom, shall constitute a quorum for the transaction of business, shall have full power and authority to make and enact By-Laws, rules and ordinances, which shall be deemed and taken to be the law of said corporation, and do any and everything useful for the good government and support of the affairs of the said Corporation.

EIGHTH: The corporation shall have the following officers: A President, as many Vice Presidents as from time to time shall be provided for in the By-Laws, a Secretary who shall also be Treasurer and as many Assistant Secretaries-Treasurers as from time to time shall be provided for in the By-Laws.

NINTH: The said Corporation, under the name, style, and title aforesaid, shall have full power and authority to make, have and use a common seal, with such device and inscription as it may deem proper, and the same to alter and renew at its pleasure; and by the name, style and title aforesaid, shall be

able in law and in equity to sue and be sued, plead and be impleaded in any court or courts, before any Judge or Justice of the peace, in all manner of suits and complaints, pleas, causes, matters and demands whatsoever, and all and every matter therein to do in as full and ample a manner, and as effectually, as any other person, or persons, bodies politic or corporate within the State of New York, may or can do.

TENTH: The said Corporation, by the name, style and title aforesaid, shall have the right, power and authority to take and receive and hold in fee simple, or any less estate, all messuages, lots, lands, buildings, tenements, rents, annuities, franchises and hereditaments as may be necessary and proper for its purposes, and not contrary to law governing such corporations; and to sell, lease, mortgage, or otherwise dispose of any part thereof, subject to the laws of said State controlling such corporations; and shall have the right to receive and to take by gift, legacy, bequest or otherwise and to hold, sell, lease or otherwise dispose of any and all kinds of real or personal property or money, subject, however, to the laws of the State of New York in such cases made and provided.

ELEVENTH: In the event of the dissolution of this corporation, the assets thereof shall not enure to the benefit of any individual, whether Director, officer or member of this corporation, but upon any such dissolution the assets of this corporation shall only be transferred to WATCH TOWER BIBLE AND

TRACT SOCIETY OF PENNSYLVANIA, a nonprofit Corporation, organized and existing for religious purposes. Dissolution shall be subject to the approval of a Justice of the Supreme Court. No part of its net income will inure to the benefit of any member, director, officer of the corporation or any private individual; it will not, as a substantial part of its activities, attempt to influence legislation; it will not participate to any extent in a political campaign for or against any candidate for public office.

TWELFTH: The Secretary of State, pursuant to Chapter 564 of the New York State Laws of 1981 §402(a)(7), is hereby designated as agent of the corporation upon whom process against it may be served. The post office address to which the Secretary shall mail a copy of any process against the corporation served upon him is: 25 Columbia Heights, Brooklyn, New York 11201.

IN WITNESS WHEREOF, we have executed, signed and verified this certificate this 22nd day of February, 1982.

FREDERICK W. FRANZ
FREDERICK W. FRANZ, President

GRANT SUITER
GRANT SUITER, Secretary and Treasurer

(WATCHTOWER BIBLE AND TRACT SOCIETY OF NEW YORK, INC.)
SEAL
INCORPORATED MARCH 4, 1909

sworn, state that they are the persons described in and who executed the foregoing certificate, being respectively the President and Secretary and Treasurer of the WATCHTOWER BIBLE AND TRACT SOCIETY OF NEW YORK, INC., a Not-For-Profit Corporation; that they have read the same, know the contents thereof, and the statements contained therein are true to their own knowledge.

Frederick W. Franz
FREDERICK W. FRANZ

Grant Suiter
GRANT SUITER

Sworn to before me this
22nd day of February, 1982

Danny L. Bland
Notary Public

DANNY L. BLAND
Notary Public, State of N. Y.
No. 24-4725236
Qualified in Kings County
Comm. Expires March 30, 1982

STATE OF NEW YORK)
) ss.:
COUNTY OF KINGS)

On the 22nd day of February, 1982, before me personally came FREDERICK W. FRANZ and GRANT SUITER to me known, who, being duly severally sworn, did depose and say that they reside at 124 Columbia Heights, Brooklyn, New York; that they are the President and Secretary and Treasurer respectively of WATCHTOWER BIBLE AND TRACT SOCIETY OF NEW YORK, INC., the corporation described in and which executed the above instrument; that they know the seal of the corporation; that the seal affixed to this instrument is such corporate seal; that it was so affixed by order of the board of directors of the corporation, and that they signed their names thereto by like order.

DANNY L. BLAND
Notary Public, State of N. Y.
No. 24-4725236
Qualified in Kings County
Comm. Expires March 30, 1982

Danny L. Bland
NOTARY PUBLIC

HON. GERALD S. HELD

I, _____, A JUSTICE OF THE
SUPREME COURT OF THE STATE OF NEW YORK, SECOND
JUDICIAL DEPARTMENT, DO HEREBY APPROVE THE
FOREGOING RESTATED CERTIFICATE OF INCORPORATION
OF WATCHTOWER BIBLE AND TRACT SOCIETY OF NEW
YORK, INC.

Dated: Brooklyn, New York

MARCH 18, 1982

Gerald S. Held
J.S.C.

HON. GERALD S. HELD

WTNY000013

AMENDED AND RESTATED CERTIFICATE
OF INCORPORATION

OF

WATCHTOWER BIBLE AND TRACT SOCIETY
OF NEW YORK, INC.

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED
TAX \$
FILING FEE \$ 30.00

APR - 5 1982

Basil H. Paterson

Secretary of State

*Kings
Type B*

KOOZMAN & HARTMAN
COUNSELLORS AT LAW
1133 AVENUE OF THE AMERICAS
NEW YORK, N.Y. 10036